

NORDSON CORP
Form 8-K
May 23, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 17, 2018

NORDSON CORPORATION

(Exact Name of Registrant as Specified in its Charter)

**(State or Other Jurisdiction
of Incorporation)**

**(Commission
File Number)
28601 Clemens Road**

**(I.R.S. Employer
Identification Number)**

Westlake, Ohio 44145

(Address of Principal Executive Offices, including Zip Code)

Registrant's Telephone Number, including Area Code: 440-892-1580

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933

(§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement.

On May 17, 2018, Nordson Corporation entered into a Second Amendment to its \$705 million Term Loan Agreement with the lenders party thereto, and PNC Bank, as administrative agent, to extend the maturity due date of the \$200 million tranche from September 30, 2018 to September 30, 2021. All other terms governing this term loan facility remain substantially the same.

The Second Amendment to the Term Loan Agreement is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of the Registrant.

The information required by Item 2.03 is included in Item 1.01 above and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

- 10.1 Second Amendment to Term Loan Agreement dated as of May 17, 2018, by and between Nordson Corporation, as Borrower, each of the financial institutions party hereto, and PNC Bank, as Administrative Agent for the Lenders.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

NORDSON CORPORATION

Date: May 23, 2018

By: /s/ Gregory A. Thaxton
Gregory A. Thaxton
Executive Vice President

Chief Financial Officer